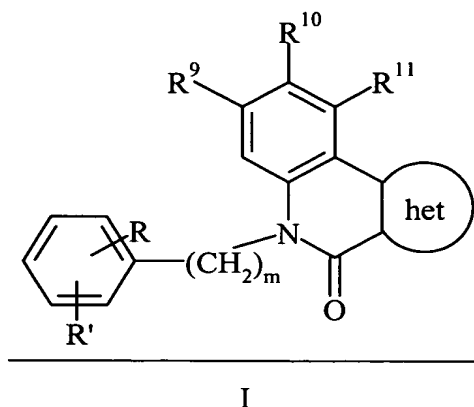


Listing of Claims

**Amendments to the Claims**

1. (canceled)
2. (canceled)
3. (canceled)
4. (canceled)
5. (canceled)
6. (canceled)
7. (canceled)
8. (canceled)
9. (canceled)
10. (canceled)
11. (canceled)
12. (canceled)
13. (canceled)
14. (canceled)
15. (canceled)
16. (canceled)
17. (canceled)
18. (currently amended) A method of inhibiting a resistant neoplasm, or a neoplasm susceptible to resistance, in a mammal which comprises administering to a mammal in need thereof an effective amount of a compound of formula I, ~~as defined in Claim 1, or a pharmaceutical salt thereof, in combination with an effective amount of one or more oncolytic agents.:~~



where:

het is a five (5) membered heteroaryl ring containing N and a second heteroatom selected from N, O, or S;

wherein the non-fused carbon atom of the heteroaryl ring is optionally substituted with C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, heterocycle, heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl, an amino acid ester, CH<sub>2</sub>OH, CH<sub>2</sub>O-heterocycle, halo, CH<sub>2</sub>N<sub>3</sub>, CH<sub>2</sub>SR<sup>1</sup>, CH<sub>2</sub>NR<sup>4</sup>R<sup>5</sup>, OR<sup>1</sup>, SR<sup>12</sup>, S(CH<sub>2</sub>)<sub>n</sub>-phenyl, or NR<sup>4</sup>R<sup>5</sup>; provided that when het is pyrazole or imidazole, the saturated nitrogen of the het ring is optionally substituted with C<sub>1</sub>-C<sub>4</sub> alkyl;

R is (CH<sub>2</sub>)<sub>m</sub>·CHR<sup>1</sup>NHR<sup>2</sup>, O(CH<sub>2</sub>)<sub>2</sub>NHR<sup>2</sup>, (CH<sub>2</sub>)<sub>m</sub>·COR<sup>3</sup>, NHR<sup>2</sup>, and (CH<sub>2</sub>)<sub>m</sub>·CHR<sup>1</sup>NR<sup>4</sup>R<sup>5</sup>;

R<sup>1</sup> is hydrogen, hydroxy, or O(C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with phenyl or C<sub>3</sub>-C<sub>7</sub> cycloalkyl);

m and m' are independently at each occurrence 0, 1, or 2;

R<sup>1</sup> is independently at each occurrence hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>2</sup> is hydrogen, COR<sup>6</sup>, CH<sub>2</sub>R<sup>6'</sup>, SO<sub>2</sub>R<sup>7</sup>, or a moiety of the formula  $\begin{array}{c} \text{S} \\ \parallel \\ \text{---} \end{array} \text{NHR}^7$ ;

R<sup>3</sup> is hydrogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, an amino acid ester, an amino acid, or NR<sup>4</sup>R<sup>5</sup>, wherein the amino acid is selected from the group consisting of alanine, asparagine, cysteine, glutamine, glycine, isoleucine, leucine, methionine, phenylalanine, proline, serine, threonine, tryptophan, tyrosine, valine, aspartic acid, glutamic acid, arginine, histidine, and lysine;

R<sup>4</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>5</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>6</sub>-C<sub>10</sub> bicycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-phenyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-CO<sub>2</sub>R<sup>1</sup>, CH<sub>2</sub>CO<sub>2</sub>R<sup>1</sup>, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NHC(O)OC(CH<sub>3</sub>)<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>NH<sub>2</sub>, (CH<sub>2</sub>)<sub>2</sub>NHCOR<sup>6</sup>, (CH<sub>2</sub>)<sub>2</sub>OR<sup>1</sup>, (CH<sub>2</sub>)<sub>q</sub>-heterocycle, (CH<sub>2</sub>)<sub>q</sub>-(heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl), or R<sup>4</sup> and R<sup>5</sup>, together with the nitrogen to which they are attached, combine to form a pyrrolidin-1-yl, piperidin-1-yl, hexamethyleneimin-1-yl, or morpholin-4-yl ring;

n is 1, 2, 3, or 4;

q is 0, 1, 2, or 3;

R<sup>6</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted once with a phenyl, substituted phenyl, or CO<sub>2</sub>R<sup>1</sup> group, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, *tert*-butoxy, (CH<sub>2</sub>)<sub>q</sub>-heterocycle, (CH<sub>2</sub>)<sub>q</sub>-(heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl), (CH<sub>2</sub>)<sub>n</sub>S(O)<sub>r</sub>R<sup>1</sup>, C(CH<sub>3</sub>)<sub>2</sub>CH<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NHC(O)OC(CH<sub>3</sub>)<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NH<sub>2</sub>, (CH<sub>2</sub>)<sub>2</sub>NH-aryl, or NHR<sup>7</sup>;

R<sup>6'</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted once with a phenyl, substituted phenyl, or CO<sub>2</sub>R<sup>1</sup> group, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub>

alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro,  
(CH<sub>2</sub>)<sub>q</sub>-heterocycle, (CH<sub>2</sub>)<sub>q</sub>-(heterocycle substituted 1 or 2 times independently with a  
C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl), (CH<sub>2</sub>)<sub>n</sub>S(O)<sub>r</sub>R<sup>1</sup>,  
C(CH<sub>3</sub>)<sub>2</sub>CH<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NH-C(O)OC(CH<sub>3</sub>)<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NH<sub>2</sub>, or  
(CH<sub>2</sub>)<sub>2</sub>NH-aryl;

r is 0, 1, or 2;

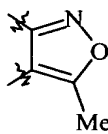
R<sup>7</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, or phenyl substituted from 1 to 3 times independently with  
C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg,  
C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro;

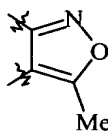
R<sup>8</sup> is hydrogen or CO<sub>2</sub>R<sup>1</sup>; and

R<sup>9</sup>, R<sup>10</sup>, and R<sup>11</sup> are independently at each occurrence hydrogen, halo, CO<sub>2</sub>R<sup>1</sup>, aryl,  
aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo,  
hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>,  
C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, thiophene, C<sub>1</sub>-C<sub>4</sub> alkoxy, (C<sub>1</sub>-C<sub>3</sub>  
alkyl)-phenyl, or C<sub>2</sub>-C<sub>6</sub> alkenyl;

R<sup>12</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-phenyl, aryl, aryl substituted from 1 to 3 times  
independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>,  
SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl,  
trifluoromethoxy, or nitro, heterocycle or heterocycle substituted 1 or 2 times independently  
with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl; or

a pharmaceutical salt thereof; provided that if R<sup>9</sup> and R<sup>10</sup> are hydrogen and R<sup>11</sup> is



chloro, then het is not  ; in combination with an effective amount of one or more  
oncolytic agents.

19. (original) The method according to Claim 18 where the mammal is a human.
20. (original) The method according to Claim 19 where the oncolytic(s) is selected from: doxorubicin, daunorubicin, epirubicin, vincristine, and etoposide.
21. (original) The method according to Claim 19 where the neoplasm is of the

Wilm's type, bladder, bone, breast, lung(small-cell), testis, or thyroid or the neoplasm is associated with acute lymphoblastic and myeloblastic leukemia, neuroblastoma, soft tissue sarcoma, Hodgkin's and non-Hodgkin's lymphomas, and bronchogenic carcinoma.

22. (original) The method according to Claim 19 where the compound of formula I is a compound where m is 0 and R is at the meta position.

23. (original) The method according to Claim 22 where the compound of formula I is a compound where R is  $\text{CHR}^1\text{NHR}^2$  and  $\text{R}^1$  is methyl.

24. (original) The method according to Claim 23 where the compound of formula I is a compound where  $\text{R}^2$  is 3,4,5-trimethoxybenzyl.

25. (original) The method according to Claim 22 where the compound of formula I is a compound where R is  $\text{COR}^3$  or  $(\text{CH}_2)\text{COR}^3$ .

26. (original) The method according to Claim 25 where the compound of formula I is a compound where  $\text{R}^3$  is (3,4,5-trimethoxyphenyl)amino, (4-aminosulfonylphenyl)amino, or (6-methoxyquinolin-8-yl)amino.

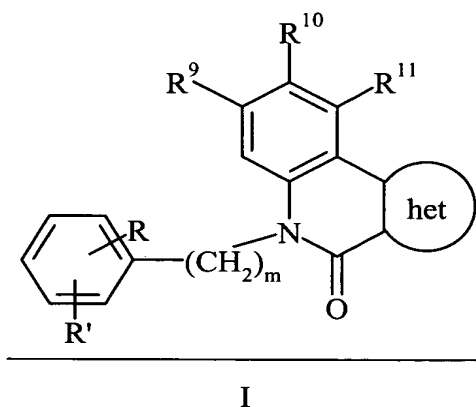
27. (original) The method according to Claim 22 where the compound of formula I is a compound where R is  $(\text{CH}_2)\text{NR}^4\text{R}^5$  and  $\text{R}^4$  is hydrogen.

28. (original) The method according to Claim 27 where the compound of formula I is a compound where  $\text{R}^5$  is 5-methylisoxazol-3-oyl, 3,5-dimethoxy-4-hydroxybenzyl, or 3,4,5-trimethoxybenzyl.

29. (canceled)

30. (currently amended) A pharmaceutical formulation comprising:

(a) a compound of formula I:



where:

het is a five (5) membered heteroaryl ring containing N and a second heteroatom selected from N, O, or S;


wherein the non-fused carbon atom of the heteroaryl ring is optionally substituted with C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, heterocycle, heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl, an amino acid ester, CH<sub>2</sub>OH, CH<sub>2</sub>O-heterocycle, halo, CH<sub>2</sub>N<sub>3</sub>, CH<sub>2</sub>SR<sup>1</sup>, CH<sub>2</sub>NR<sup>4</sup>R<sup>5</sup>, OR<sup>1</sup>, SR<sup>12</sup>, S(CH<sub>2</sub>)<sub>n</sub>-phenyl, or NR<sup>4</sup>R<sup>5</sup>; provided that when het is pyrazole or imidazole, the saturated nitrogen of the het ring is optionally substituted with C<sub>1</sub>-C<sub>4</sub> alkyl;

R is (CH<sub>2</sub>)<sub>m</sub>·CHR<sup>1</sup>NHR<sup>2</sup>, O(CH<sub>2</sub>)<sub>2</sub>NHR<sup>2</sup>, (CH<sub>2</sub>)<sub>m</sub>·COR<sup>3</sup>, NHR<sup>2</sup>, and (CH<sub>2</sub>)<sub>m</sub>·CHR<sup>1</sup>NR<sup>4</sup>R<sup>5</sup>;

R' is hydrogen, hydroxy, or O(C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with phenyl or C<sub>3</sub>-C<sub>7</sub> cycloalkyl);

m and m' are independently at each occurrence 0, 1, or 2;

R<sup>1</sup> is independently at each occurrence hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>2</sup> is hydrogen, COR<sup>6</sup>, CH<sub>2</sub>R<sup>6'</sup>, SO<sub>2</sub>R<sup>7</sup>, or a moiety of the formula NHR<sup>7</sup>;

R<sup>3</sup> is hydrogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, an amino acid ester, an amino acid, or NR<sup>4</sup>R<sup>5</sup>, wherein the amino acid is selected from the group consisting of alanine, asparagine, cysteine, glutamine, glycine, isoleucine, leusine, methionine, phenylalanine, proline, serine, threonine, tryptophan, tyrosine, valine, aspartic acid, glutamic acid, arginine, histidine, and lysine;

R<sup>4</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>5</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>6</sub>-C<sub>10</sub> bicycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-phenyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-CO<sub>2</sub>R<sup>1</sup>, CH<sub>2</sub>CO<sub>2</sub>R<sup>1</sup>, aryl, aryl substituted from 1 to 3 times independently with

C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NHC(O)OC(CH<sub>3</sub>)<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>NH<sub>2</sub>, (CH<sub>2</sub>)<sub>2</sub>NHCOR<sup>6</sup>, (CH<sub>2</sub>)<sub>2</sub>OR<sup>1</sup>, (CH<sub>2</sub>)<sub>q</sub>-heterocycle, (CH<sub>2</sub>)<sub>q</sub>-(heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl), or R<sup>4</sup> and R<sup>5</sup>, together with the nitrogen to which they are attached, combine to form a pyrrolidin-1-yl, piperidin-1-yl, hexamethyleneimin-1-yl, or morpholin-4-yl ring;

n is 1, 2, 3, or 4;

q is 0, 1, 2, or 3;

R<sup>6</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted once with a phenyl, substituted phenyl, or CO<sub>2</sub>R<sup>1</sup> group, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, *tert*-butoxy, (CH<sub>2</sub>)<sub>q</sub>-heterocycle, (CH<sub>2</sub>)<sub>q</sub>-(heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl), (CH<sub>2</sub>)<sub>n</sub>S(O)<sub>r</sub>R<sup>1</sup>, C(CH<sub>3</sub>)<sub>2</sub>CH<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NHC(O)OC(CH<sub>3</sub>)<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NH<sub>2</sub>, (CH<sub>2</sub>)<sub>2</sub>NH-aryl, or NHR<sup>7</sup>;

R<sup>6'</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted once with a phenyl, substituted phenyl, or CO<sub>2</sub>R<sup>1</sup> group, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, (CH<sub>2</sub>)<sub>q</sub>-heterocycle, (CH<sub>2</sub>)<sub>q</sub>-(heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl), (CH<sub>2</sub>)<sub>n</sub>S(O)<sub>r</sub>R<sup>1</sup>, C(CH<sub>3</sub>)<sub>2</sub>CH<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NH-C(O)OC(CH<sub>3</sub>)<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NH<sub>2</sub>, or (CH<sub>2</sub>)<sub>2</sub>NH-aryl;

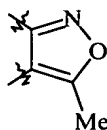
r is 0, 1, or 2;

R<sup>7</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, or phenyl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro;

R<sup>8</sup> is hydrogen or CO<sub>2</sub>R<sup>1</sup>; and

R<sup>9</sup>, R<sup>10</sup>, and R<sup>11</sup> are independently at each occurrence hydrogen, halo, CO<sub>2</sub>R<sup>1</sup>, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, thiophene, C<sub>1</sub>-C<sub>4</sub> alkoxy, (C<sub>1</sub>-C<sub>3</sub> alkyl)-phenyl, or C<sub>2</sub>-C<sub>6</sub> alkenyl;

R<sup>12</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-phenyl, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, heterocycle or heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl; or a pharmaceutical salt thereof; provided that if R<sup>9</sup> and R<sup>10</sup> are hydrogen and R<sup>11</sup> is chloro,



then het is not

(b) one or more oncolytic agents; and

(c) one or more pharmaceutical carriers, diluents, or excipients therefor.

31. (original) The formulation according to Claim 30 where the oncolytic(s) is selected from: doxorubicin, daunorubicin, epirubicin, vincristine, and etoposide.

32. (canceled)

33. (canceled)

34. (canceled)

35. (canceled)

36. (canceled)

37. (canceled)



38. (canceled)

39. (canceled)

40. (canceled)

41. (canceled)

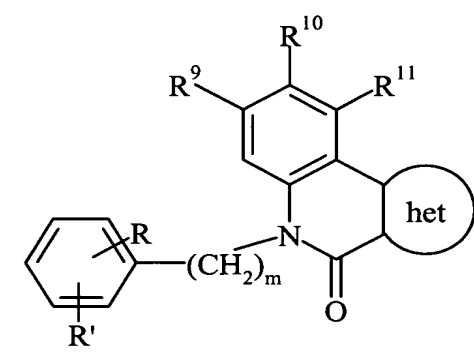
42. (canceled)

43. (canceled)

44. (canceled)

45. (canceled)

45. (currently amended) A pharmaceutical composition for inhibiting a resistant neoplasm, or a neoplasm susceptible to resistance, in a mammal which comprises administering to a mammal in need thereof an effective amount of a compound of formula I, ~~as defined in Claim 1, or a pharmaceutical salt thereof, in combination with an effective amount of one or more oncolytic agents.~~



I

where:

het is a five (5) membered heteroaryl ring containing N and a second heteroatom selected from N, O, or S;

wherein the non-fused carbon atom of the heteroaryl ring is optionally substituted with C<sub>1</sub>-C<sub>6</sub> alkyl, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, heterocycle, heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl, an amino acid ester, CH<sub>2</sub>OH, CH<sub>2</sub>O-heterocycle, halo, CH<sub>2</sub>N<sub>3</sub>, CH<sub>2</sub>SR<sup>1</sup>, CH<sub>2</sub>NR<sup>4</sup>R<sup>5</sup>, OR<sup>1</sup>, SR<sup>12</sup>, S(CH<sub>2</sub>)<sub>n</sub>-phenyl, or

NR<sup>4</sup>R<sup>5</sup>; provided that when het is pyrazole or imidazole, the saturated nitrogen of the het ring is optionally substituted with C<sub>1</sub>-C<sub>4</sub> alkyl;

R is (CH<sub>2</sub>)<sub>m</sub>, CHR<sup>1</sup>NHR<sup>2</sup>, O(CH<sub>2</sub>)<sub>2</sub>NHR<sup>2</sup>, (CH<sub>2</sub>)<sub>m</sub>, COR<sup>3</sup>, NHR<sup>2</sup>, and (CH<sub>2</sub>)<sub>m</sub>, CHR<sup>1</sup>NR<sup>4</sup>R<sup>5</sup>;

R' is hydrogen, hydroxy, or O(C<sub>1</sub>-C<sub>6</sub> alkyl optionally substituted with phenyl or C<sub>3</sub>-C<sub>7</sub> cycloalkyl);

m and m' are independently at each occurrence 0, 1, or 2;

R<sup>1</sup> is independently at each occurrence hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>2</sup> is hydrogen, COR<sup>6</sup>, CH<sub>2</sub>R<sup>6'</sup>, SO<sub>2</sub>R<sup>7</sup>, or a moiety of the formula  $\begin{array}{c} \text{S} \\ \parallel \\ \text{---} \end{array} \text{NHR}^7$ ;

R<sup>3</sup> is hydrogen, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, an amino acid ester, an amino acid, or NR<sup>4</sup>R<sup>5</sup>, wherein the amino acid is selected from the group consisting of alanine, asparagine, cysteine, glutamine, glycine, isoleucine, leucine, methionine, phenylalanine, proline, serine, threonine, tryptophan, tyrosine, valine, aspartic acid, glutamic acid, arginine, histidine, and lysine;

R<sup>4</sup> is hydrogen or C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>5</sup> is hydrogen, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>6</sub>-C<sub>10</sub> bicycloalkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-phenyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-CO<sub>2</sub>R<sup>1</sup>, CH<sub>2</sub>CO<sub>2</sub>R<sup>1</sup>, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NHC(O)OC(CH<sub>3</sub>)<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>NH<sub>2</sub>, (CH<sub>2</sub>)<sub>2</sub>NHCOR<sup>6</sup>, (CH<sub>2</sub>)<sub>2</sub>OR<sup>1</sup>, (CH<sub>2</sub>)<sub>q</sub>-heterocycle, (CH<sub>2</sub>)<sub>q</sub>-(heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl), or R<sup>4</sup> and R<sup>5</sup>, together with the nitrogen to which they are attached, combine to form a pyrrolidin-1-yl, piperidin-1-yl, hexamethyleneimin-1-yl, or morpholin-4-yl ring;

n is 1, 2, 3, or 4;

q is 0, 1, 2, or 3;

R<sup>6</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted once with a phenyl, substituted phenyl, or CO<sub>2</sub>R<sup>1</sup> group, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, *tert*-butoxy, (CH<sub>2</sub>)<sub>q</sub>-heterocycle, (CH<sub>2</sub>)<sub>q</sub>-(heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl), (CH<sub>2</sub>)<sub>n</sub>S(O)<sub>r</sub>R<sup>1</sup>, C(CH<sub>3</sub>)<sub>2</sub>CH<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NHC(O)OC(CH<sub>3</sub>)<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NH<sub>2</sub>, (CH<sub>2</sub>)<sub>2</sub>NH-aryl, or NHR<sup>7</sup>;

R<sup>6'</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>3</sub>-C<sub>6</sub> cycloalkyl substituted once with a phenyl, substituted phenyl, or CO<sub>2</sub>R<sup>1</sup> group, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, (CH<sub>2</sub>)<sub>q</sub>-heterocycle, (CH<sub>2</sub>)<sub>q</sub>-(heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl), (CH<sub>2</sub>)<sub>n</sub>S(O)<sub>r</sub>R<sup>1</sup>, C(CH<sub>3</sub>)<sub>2</sub>CH<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NH-C(O)OC(CH<sub>3</sub>)<sub>3</sub>, (CH<sub>2</sub>)<sub>n</sub>CHR<sup>8</sup>NH<sub>2</sub>, or (CH<sub>2</sub>)<sub>2</sub>NH-aryl;

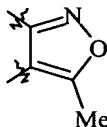
r is 0, 1, or 2;

R<sup>7</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, phenyl, or phenyl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro;

R<sup>8</sup> is hydrogen or CO<sub>2</sub>R<sup>1</sup>; and

R<sup>9</sup>, R<sup>10</sup>, and R<sup>11</sup> are independently at each occurrence hydrogen, halo, CO<sub>2</sub>R<sup>1</sup>, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, thiophene, C<sub>1</sub>-C<sub>4</sub> alkoxy, (C<sub>1</sub>-C<sub>3</sub> alkyl)-phenyl, or C<sub>2</sub>-C<sub>6</sub> alkenyl;

R<sup>12</sup> is C<sub>1</sub>-C<sub>6</sub> alkyl, (C<sub>1</sub>-C<sub>4</sub> alkyl)-phenyl, aryl, aryl substituted from 1 to 3 times independently with C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, halo, hydroxy, trifluoromethyl, N(R<sup>1</sup>)<sub>2</sub>, SO<sub>2</sub>N(R<sup>1</sup>)<sub>2</sub>, NH-Pg, C<sub>1</sub>-C<sub>6</sub> alkoxy, benzyloxy, CO<sub>2</sub>R<sup>1</sup>, C<sub>5</sub>-C<sub>7</sub> cycloalkyl, trifluoromethoxy, or nitro, heterocycle or heterocycle substituted 1 or 2 times independently with a C<sub>1</sub>-C<sub>6</sub> alkyl, halo, benzyl, phenyl, or trifluoromethyl; or  
a pharmaceutical salt thereof; provided that if R<sup>9</sup> and R<sup>10</sup> are hydrogen and R<sup>11</sup> is



chloro, then het is not Me; in combination with an effective amount of one or more oncolytic agents.

46. (original) The composition according to Claim 45 where the mammal is a human.

47. (original) The composition according to Claim 46 where the oncolytic(s) is selected from: doxorubicin, daunorubicin, epirubicin, vincristine, and etoposide.

48. (original) The composition according to Claim 46 where the neoplasm is of the Wilm's type, bladder, bone, breast, lung(small-cell), testis, or thyroid or the neoplasm is associated with acute lymphoblastic and myeloblastic leukemia, neuroblastoma, soft tissue sarcoma, Hodgkin's and non-Hodgkin's lymphomas, and bronchogenic carcinoma.

49. (original) The composition according to Claim 46 where the compound of formula I is a compound where m is 0 and R is at the meta position.

50. (original) The composition according to Claim 49 where the compound of formula I is a compound where R is CHR<sup>1</sup>NHR<sup>2</sup> and R<sup>1</sup> is methyl.

51. (original) The composition according to Claim 50 where the compound of formula I is a compound where R<sup>2</sup> is 3,4,5-trimethoxybenzyl.

52. (original) The composition according to Claim 49 where the compound of formula I is a compound where R is COR<sup>3</sup> or (CH<sub>2</sub>)COR<sup>3</sup>.

53. (original) The composition according to Claim 52 where the compound of formula I is a compound where R<sup>3</sup> is (3,4,5-trimethoxyphenyl)amino, (4-aminosulfonylphenyl)amino, or (6-methoxyquinolin-8-yl)amino.

54. (original) The composition according to Claim 49 where the compound of formula I is a compound where R is (CH<sub>2</sub>)NR<sup>4</sup>R<sup>5</sup> and R<sup>4</sup> is hydrogen.

55. (original) The composition according to Claim 54 where the compound of

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formula I is a compound where R<sup>5</sup> is 5-methylisoxazol-3-oyl, 3,5-dimethoxy-4-hydroxybenzyl, or 3,4,5-trimethoxybenzyl.